

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

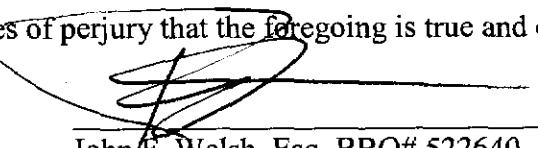
BABCOCK BORSIG POWER GmbH, )  
Plaintiff, )  
 )  
v. ) Civil Action No.: 04 CV 10825-RWZ  
 )  
BABCOCK POWER, INC., )  
Defendant and Third-Party Plaintiff, )  
 )  
v. )  
 )  
BABCOCK BORSIG, AG )  
Third-Party Defendant. )  
 )

**AFFIDAVIT OF JOHN F. WELSH, ESQ.**

I, John F. Welsh, Esq., do hereby depose and state as follows:

1. I am counsel to Babcock Borsig Power GmbH and Babcock Borsig AG in the above captioned matter.
2. I attended the deposition of Babcock Power Inc.'s Rule 30 (b)(6) witness James Brantl, Esq. on December 20, 2005. As indicated in the transcript, during the deposition Mr. Brantl claimed that Jeffrey Stoler, Esq. and Gadsby Hanna LLP not only represented the purchaser Hudson Investment Croup (and its principals Nathan Hevrony and Dale Miller), but also the Babcock subsidiaries that were being sold to Hudson Investment Group (BBCC Holding Company and Babcock Borsig Capital Corporation) as well as the management of BBCC, including BBCC president James Wood, BBCC General Counsel James Brantl and BBCC Chief Financial Officer Anthony Brandano.
3. The day after the deposition I telephoned Mr. Stoler at Gadsby Hanna LLP to advise him that I would be noticing his deposition. During the telephone call, Mr. Stoler told me that he and Gadsby Hanna LLP did not represent BBCC Holding Company, Babcock Borsig Capital Corporation, or any of their managers, including Mr. Wood, Mr. Brantl and/or Mr. Brandano.

I swear under pains and penalties of perjury that the foregoing is true and correct.

  
John F. Welsh, Esq. BBO# 522640  
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